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July 11, 2007

RECORDATION NO. 22737-B FILED

Honorable Vernon A. Williams

Secretary  
Surface Transportation Board  
Washington, DC 20423

JUL 11 '07 - 4 46 PM

**SURFACE TRANSPORTATION BOARD**

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Partial Satisfaction and Release, a secondary document, dated as of July 10, 2007. The primary document to which this is connected is recorded under Recordation No. 22737. We request that this document be recorded under Recordation No. 22737-B.

The names and addresses of the parties to the Instrument of Partial Satisfaction and Release are:

Lender:

National City Bank, as successor-in-interest to National City Bank of  
Michigan/Illinois  
301 SW Adams Street  
Peoria, IL 61602

Borrower:

Pioneer Railroad Equipment Co., Ltd.  
1318 South Johnson Road  
Peoria, IL 61607

A description of the equipment covered by the Instrument of Partial Satisfaction and Release consists of five GP20 locomotives numbered PREX 2029, 2035, 2053, 2057, and 3001.

Honorable Vernon A. Williams

July 11, 2007

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A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer

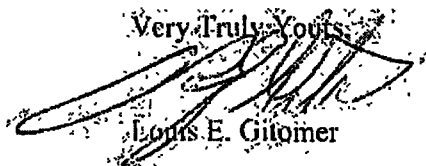
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A short summary of the document to appear in the index follows: an Instrument of Partial Satisfaction and Release between National City Bank, as successor-in-interest to National City Bank of Michigan/Illinois, 301 SW Adams Street, Peoria, IL 61602, and Pioneer Railroad Equipment Co., Ltd., 1318 South Johanson Road, Peoria, IL 61607, covering five GP20 locomotives numbered PREX 2029, 2035, 2053, 2057, and 3001.

Very Truly Yours,



Louis E. Gitomer

Enclosure

JUL 11 '07

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INSTRUMENT OF PARTIAL SATISFACTION AND RELEASE (the **SURFACE TRANSPORTATION BOARD** "INSTRUMENT"), dated as of July 10, 2007, between NATIONAL CITY BANK, successor-in-interest to NATIONAL CITY BANK OF MICHIGAN/ILLINOIS and PIONEER RAILROAD EQUIPMENT CO., LTD.

## WITNESSETH

WHEREAS, by Security Agreement (Rolling Stock and Leases) dated as of January 19, 2000 (the "Security Agreement") between National City Bank, successor-in-interest to National City Bank of Michigan/Illinois ("NCB"), as lender, and Pioneer Railroad Equipment Co., Ltd. ("PRE"), as borrower, which was recorded at the Surface Transportation Board (the "STB") on January 24, 2000 at 3:07 pm under Recordation No. 22737, PRE granted NCB a security interest in various railroad locomotives including five GP20 locomotives numbered PREX 2029, 2035, 2053, 2057, and 3001 (the "Locomotives"); and

WHEREAS, NCB and PRE desire to execute this Instrument to evidence for the public record the satisfaction and release of all of their rights and obligations under the Security Agreement with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises:

1. NCB and PRE do hereby acknowledge and confirm for the public record the satisfaction and release of all of their rights and obligations arising under the Security Agreement with respect to the Locomotives, that all of the monetary obligations under the Security Agreement with respect to the Locomotives have been fully discharged and satisfied and that NCB does hereby release its security interest in the Security Agreement with respect to the Locomotives.

2. This INSTRUMENT shall not affect the lien created by the Security Agreement on any rolling stock, equipment or other assets not identified as the Locomotives. PRE hereby reaffirms the lien on all other rolling stock, equipment and assets under the Security Agreement not identified as the Locomotives.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

This INSTRUMENT may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Instrument.

IN WITNESS WHEREOF, NCB and PRE have executed or caused this INSTRUMENT to be executed as of the date first above written.

NATIONAL CITY BANK

By: [Signature]

Its: Sr. Vice President

PIONEER RAILROAD EQUIPMENT CO., LTD.

By: [Signature]

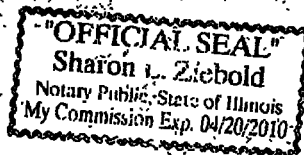
Its: Pres. and

STATE OF Illinois )

) ss.

County of Tazewell )

On this 10 day of July, 2007, before me, Sharon L. Ziebold, the undersigned  
Notary Public, personally appeared Michael A. Zeller personally known to me to  
be the person who executed the within instrument as Senior Vice President on behalf  
of the corporation therein named, and acknowledged to me that the corporation executed it.



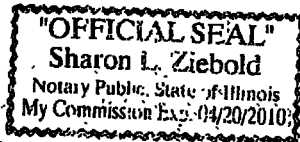
Sharon L. Ziebold  
Notary Public for \_\_\_\_\_  
My Commission expires 4/20/10

STATE OF Illinois )

) ss.

County of Tazewell )

On this 10 day of July 2007, before me, Sharon L. Ziebold, the undersigned  
Notary Public, personally appeared J. Michael Carr, personally known to me to  
be the person who executed the within instrument as President on behalf  
of the corporation therein named, and acknowledged to me that the corporation executed it.



Sharon L. Ziebold  
Notary Public for  
My Commission expires 4/20/10